

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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**SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 363, 502, AND 503 AND FED. R.
BANKR. P. 9019(b) CLARIFYING DEBTORS' AUTHORITY TO COMPROMISE
OR SETTLE CERTAIN CLASSES OF CONTROVERSY AND ALLOW CLAIMS
AGAINST SPECIFIC ESTATES WITHOUT FURTHER COURT APPROVAL**

("SUPPLEMENTAL SETTLEMENT PROCEDURES ORDER")

Upon the motion, dated May 11, 2007 (Docket No. [____]) (the "Motion"),¹ of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Supplemental Settlement Procedures Order") clarifying and supplementing the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) (the "Settlement Procedures Order") (Docket No. 4154), entered on June 29, 2006; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Settlement Procedures Order, as modified by this Supplemental Settlement Procedures Order, shall continue in full force and effect.
3. The Debtors are hereby authorized to utilize the Settlement Procedures to allow prepetition claims against specific Debtor entities and their estates.
4. The Debtors are hereby authorized to utilize the Settlement Procedures to allow prepetition claims with a priority or status different from that which was asserted by claimants in their proofs of claim.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and performance of this Supplemental Settlement Procedures Order.
6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
May __, 2007

UNITED STATES BANKRUPTCY JUDGE